

Electronically Recorded

Official Public Records

Tarrant County Texas

2008 Aug 13 03:20 PM

Fee: \$ 52.00

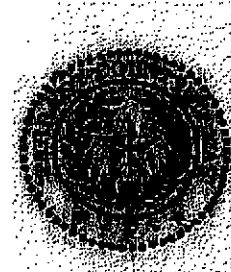
Submitter: SIMPLIFILE

D208317593

10 Pages



Suzanne Henderson



CHEAPEAKE ENERGY CORP.
ATTN: RECORDING TEAM
P.O. Box 18496
Oklahoma City, OK 73154

Submitter: Chesapeake Operating, Inc.

SUZANNE HENDERSON
TARRANT COUNTY CLERK
TARRANT COUNTY COURTHOUSE
100 WEST WEATHERFORD
FORT WORTH, TX 76196-0401

DO NOT DESTROY
WARNING - THIS IS PART OF THE OFFICIAL RECORD.

ELECTRONICALLY RECORDED
BY SIMPLIFILE

By: _____

ANY PROVISION WHICH RESTRICTS THE SALE, RENTAL OR USE
OF THE DESCRIBED REAL PROPERTY BECAUSE OF COLOR OR
RACE IS INVALID AND UNENFORCEABLE UNDER FEDERAL LAW.

D208317593

FIRST AMENDMENT TO OIL AND GAS LEASE

STATE OF TEXAS

§

§ KNOW ALL MEN BY THESE PRESENTS:

COUNTY OF TARRANT

§

10194369

This First Amendment to Oil and Gas Lease (the "Amendment"), executed as of this 27th day of June, 2008 to be effective as of the 24th day of August, 2007 (the "Effective Date"), is from **CENTREPORT BARNETT, LP**, a Delaware limited partnership, on behalf of itself and as holder of the executive rights of **CITY OF FORT WORTH**, a home rule municipal corporation of the State of Texas located within Tarrant, Denton, and Wise Counties, Texas, (in such capacities, hereinafter referred to as "Lessor"), whose address is c/o AEW Capital Management, L.P., World Trade Center East, Two Seaport Lane, Boston, Massachusetts 02210-2021, to **CHESAPEAKE EXPLORATION L.L.C.**, an Oklahoma limited liability company, whose address is P.O. Box 18496, Oklahoma City, Oklahoma 73154-0496 (hereinafter referred to as "Lessee"). Capitalized terms not otherwise defined herein shall have the meanings set forth in the Lease (hereafter defined).

RECITALS

WHEREAS, effective as of the Effective Date, Lessor executed and delivered to Lessee an Oil and Gas Lease (the "Lease") covering the lands described or referred to in Exhibit A attached thereto and made a part thereof for all purposes (the "Leased Premises"); and

WHEREAS, a Memorandum of Oil and Gas Lease (the "Memorandum") containing property descriptions of the Leased Premises was recorded in the Official Public Records of Tarrant County, Texas at Instrument # D207309368; and

WHEREAS, Lessor and Lessee desire to amend and supplement the descriptions of the Leased Premises contained in the Lease and the Memorandum by executing this Amendment describing additional acreage to be included under the Lease (the "Additional Leased Premises");

NOW, THEREFORE, for and in consideration of the premises and One Hundred Dollars (\$100.00) and other good and valuable consideration, the receipt and sufficiency of which is acknowledged, Lessor and Lessee agree as follows:

AMENDMENT AND SUPPLEMENT TO THE LEASED PREMISES

Effective as of the Effective Date, Lessor hereby GRANTS, LEASES, and LETS exclusively unto Lessee for the sole purpose of subsurface drilling, operating, and producing Hydrocarbons from the land leased hereunder, together with any liquid or gaseous substances produced in association with such Hydrocarbons, the Additional Leased Premises.

For the purpose of determining the amount of any bonus or other payments hereunder, the Additional Leased Premises shall be deemed to contain 75.06 acres, which is in addition to the original acreage call under the Lease and the Memorandum of 482.19 acres.

Subject to the other provisions therein contained, the Lease is for a term of three (3) years from the Effective Date thereof (hereinafter called "Primary Term"), and for so long thereafter as Hydrocarbons are produced in paying quantities from the Leased Premises, the Additional Leased Premises, or lands pooled therewith. Duplicate copies of said Lease are in the possession of Lessor and Lessee.

Lessor and Lessee agree that the mineral estate comprising the Additional Leased Premises is subject to all of the restrictions, obligations, rights, remedies, and covenants contained in the Lease, and Lessor and Lessee do hereby RATIFY, ADOPT, and CONFIRM the Lease, as amended hereby.

This Amendment is given and granted without warranty of title, express, implied, or statutory, in law or in equity. Lessor agrees that Lessee, at Lessee's option, may purchase or discharge, in whole or in part, any tax, mortgage, or other lien upon the Additional Leased Premises and thereupon be subrogated to the right of the holder thereof, and may apply royalties accruing hereunder toward satisfying same or reimbursing Lessee. If Lessor owns an interest in the Hydrocarbons under the Additional Leased Premises that is less than the entire fee simple estate therein, then the royalties to be paid Lessor shall be reduced proportionately, but in no event shall the shut-in royalty amount for a gas well, as provided for in Section 11 of the Lease, be reduced

This Amendment shall be binding upon Lessor and Lessee, and the provisions hereof shall extend to and be binding on the respective successors and assigns of the parties hereto.

EXECUTED to be effective as of the Effective Date.

LESSOR:

CENTREPORT BARNETT, LP,
a Delaware limited partnership

By: CentrePort Barnett GP, LLC, its general.
partner

By:  _____

Name: Daniel J. Bradley

Title: Vice President

LESSEE:

CHESAPEAKE EXPLORATION L.L.C.
an Oklahoma limited liability company

By: 

Name: Henry J. Hood

Title: Sr. Vice President - Land and Legal
& General Counsel

CTM

EXHIBIT

Exhibit A--Additional Leased Premises

THE COMMONWEALTH OF
MASSACHUSETTS

COUNTY OF SUFFOLK

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§
§

THIS INSTRUMENT was acknowledged before me on the 24 day of June, 2008, by Daniel J. Bradley, Vice President of CENTREPORT BARNETT GP, LLC., a Delaware limited liability company, in its capacity as general partner of CentrePort Barnett, LP, a Delaware limited partnership, on behalf of said limited partnership.

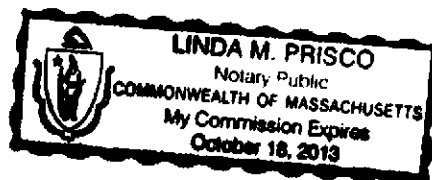
Linda M. Prisco

Notary Public in and for The Commonwealth of
Massachusetts

My Commission expires: 10/18/13

THE STATE OF Oklahoma
~~TEXAS~~
COUNTY OF Oklahoma

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§



THIS INSTRUMENT was acknowledged before me on the 24th day of June, 2008, by Henry J. Hood, the Sr. VP - Land and Leasing of Chesapeake Exploration L.L.C., an Oklahoma limited liability company, on behalf of said limited liability company.

[SEAL]



General Counsel

Cheryl Delzer
Notary Public in and for the
State of ~~Texas~~ Oklahoma

My Commission Expires: 4/30/2011

Print Name of Notary Public Here

Cheryl Delzer

AFTER RECORDING, RETURN
ORIGINAL TO:

Kathleen Wu, Esq.
Andrews Kurth LLP
1717 Main Street, Suite 3700
Dallas, Texas 75201

EXHIBIT A
Additional Leased Premises

Exhibit A

Centreport Tract 13

Being 4.977 acres of land more or less located in the J.J. Goodman Survey, Abstract No. 583 and the J.W. Thomas Survey, Abstract No. 1522, Tarrant County, Texas. Said 4.977 acres of land being more particularly described as follows:

Commencing at a point located in the northeast corner of the V. Hutton Survey, Abstract No. 681;

Thence North 86 degrees 11 minutes 26 seconds East 1796.57 feet to the POINT OF BEGINNING;

Thence South 89 degrees 54 minutes 00 seconds East 379.52 feet to a point, said point being in the present northwest corner of a tract of land conveyed to T. O. Haney and B. C. Wakefield by deed dated June 29, 1956 and recorded in Volume 3010, Page 398 of the deed records of Tarrant County, Texas.

Thence South 00 degrees 11 minutes 00 seconds West along the west line of said T. O. Haney, 612.08 feet to a point in the southerly right of way line of state highway 183;

Thence along the southerly right of way line of state highway 183 the following courses and distances:

South 86 degrees 45 minutes 24 seconds West 26.80 feet to a point;
North 68 degrees 13 minutes 06 seconds West 109.98 feet to a point;
North 78 degrees 28 minutes 40 seconds West 102.96 feet to a point;
South 87 degrees 39 minutes 53 seconds West 70.10 feet to a ½" iron rod;
South 87 degrees 30 minutes 15 seconds West 78.80 feet to a point;

Thence North 00 degrees 06 minutes 00 seconds East 559.17 feet to the POINT OF BEGINNING, containing 4.977 acres of land more or less.

The bearings recited hereon are oriented to NAD 27 Texas North Central Zone.

Exhibit A

Centreport Tract 16

Being 61.582 acres of land more or less located in the A. Barnard Survey, Abstract No. 107, J. W. Thomas Survey, Abstract No. 1522, V. Hutton Survey, Abstract No. 681 and the J. J. Goodman Survey, Abstract No. 583, Tarrant County, Texas. Said 70.083 acres of land being more particularly described as follows:

Commencing at a point located in the northwest corner of the V. Hutton Survey, Abstract No. 681;

Thence North 72 degrees 58 minutes 30 seconds East 1305.80 feet to the POINT OF BEGINNING;

Thence North 70 degrees 35 minutes 00 seconds East 147.35 feet to a point;

Thence North 75 degrees 08 minutes 00 seconds East 685.44 feet to a point;

Thence North 81 degrees 55 minutes 00 seconds East 369.78 feet to a point;

Thence North 87 degrees 10 minutes 00 seconds East 274.67 feet to a point;

Thence South 84 degrees 27 minutes 00 seconds East 452.82 feet to a point;

Thence South 79 degrees 08 minutes 00 seconds East 312.08 feet to a point;

Thence South 76 degrees 42 minutes 00 seconds East 1292.08 feet to a point;

Thence South 74 degrees 48 minutes 00 seconds East 80.20 feet to a point, said point being in the southerly right of way of state highway 183;

Thence along the southerly right of way line of state highway 183 the following courses and distances:

South 00 degrees 06 minutes 00 seconds West 405.16 feet to a point;

North 72 degrees 07 minutes 20 seconds West 78.58 feet to an iron rod;

North 71 degrees 57 minutes 57 seconds West 40.67 feet to a ½" iron rod;

North 38 degrees 20 minutes 57 seconds West 144.33 feet to a ½" iron rod;

North 68 degrees 09 minutes 33 seconds West 199.18 feet to a ½" iron rod also being the beginning of a curve to the left having a radius of 1880.05 feet and a chord bearing and distance of North 81 degrees 46 minutes 59 seconds West 482.02 feet to a ½" iron rod;

North 89 degrees 46 minutes 24 seconds West 558.90 feet to a ½" iron rod also being the beginning of a curve to the left having a radius of 1880.05 feet and a

chord bearing and distance of South 52 degrees 51 minutes 07 seconds West 2323.72 feet to a 1/2" iron rod;
South 00 degrees 31 minutes 24 seconds West 148.93 feet to a 1/2" iron rod;
South 53 degrees 51 minutes 38 seconds East 252.05 feet to a point;
South 32 degrees 16 minutes 57 seconds West 184.62 feet to a point;
South 77 degrees 34 minutes 57 seconds West 175.48 feet to a point;
South 31 degrees 07 minutes 57 seconds West 57.25 feet to a point;
South 09 degrees 19 minutes 44 seconds West 607.00 feet to a 1/2" iron rod also being the beginning of a curve to the left having a radius of 2835.07 feet and a chord bearing and distance of South 06 degrees 01 minutes 00 seconds West 336.87 feet to a 1/2" iron rod;

Thence South 05 degrees 43 minutes 30 seconds West 131.23 feet to a point in the east right of way line of state highway 360;

Thence North 00 degrees 13 minutes 44 seconds West 3248.74 feet along the east right of way line of said state highway 360 to the POINT OF BEGINNING, containing 61.582 acres of land more or less.

The bearings recited hereon are oriented to NAD 27 Texas North Central Zone.

Exhibit A

Centreport Tract 16A

Being 8.501 acres of land more or less located in the A. Barnard Survey, Abstract No. 107, J. W. Thomas Survey, Abstract No. 1522, V. Hutton Survey, Abstract No. 681 and the J.J. Goodman Survey, Abstract No. 583, Tarrant County, Texas. Said 8.501 acres of land being more particularly described as follows:

Commencing at a point located in the northeast corner of the V. Hutton Survey, Abstract No. 681;

Thence North 61 degrees 56 minutes 37 seconds West 561.25 feet to the POINT OF BEGINNING;

Thence South 74 degrees 48 minutes 00 seconds East 539.83 feet to a point;

Thence South 89 degrees 54 minutes 00 seconds East 457.21 feet to a point;

Thence South 00 degrees 06 minutes 00 seconds West 479.52 feet to a point, said point being in the southerly right of way of state highway 183;

Thence along the southerly right of way line of state highway 183 the following courses and distances:

North 71 degrees 56 minutes 45 seconds West 71.52 feet to a point;
North 72 degrees 03 minutes 19 seconds West 664.42 feet to a point;
South 77 degrees 10 minutes 12 seconds West 186.14 feet to a point;
North 72 degrees 00 minutes 48 seconds West 22.77 feet to a point;
North 72 degrees 07 minutes 20 seconds West 78.58 feet to a point;

Thence North 00 degrees 06 minutes 00 seconds East 405.16 feet to the POINT OF BEGINNING, containing 8.501 acres of land more or less.

The bearing recited hereon are oriented to NAD 27 Texas North Central Zone.

Record & Return to:
Chesapeake Operating, Inc.
P.O. Box 18496
Oklahoma City, OK 73154